

TRANSIT PLANNING BOARD BYLAWS

SECTION 1 INTRODUCTION

- A. The regional transit system in metro Atlanta is currently composed of six independent fixed-route bus operators and a regional heavy rail operator. Each operator, except the Georgia Regional Transportation Authority (GRTA), is geographically constrained, and each has its own fare system. Each operator also has its own funding source and is accountable to a separate Board. There is no unified body providing oversight or funding. This institutional arrangement has weaknesses that significantly impair mobility and accessibility in the region:
1. The number of operators and their geographical restrictions make coordinating efficient routes and schedules challenging or even impossible.
 2. Riders making cross-jurisdictional trips must transfer between operators, forcing them to maintain multiple fare media.
 3. The independent regional transit entities compete against one another for increasingly scarce state and federal funding.
 4. Regional funding and governance are inadequate to implement the long-range transit vision laid out by the Regional Transportation Plan (RTP).
- B. A Board made up of the public transportation decision makers called the Transit Planning Board (TPB) is a first step toward addressing the region's institutional transit problems. The framework for the TPB comes from the recommendations of ARC's Transit Institutional Analysis, which concluded at the end of 2005. The Transit Institutional Analysis was guided by a steering committee made up of many of the public transportation decision makers that are members of the TPB.

SECTION 2 NAME AND AUTHORITY

This body shall be named "the Transit Planning Board". The Transit Planning Board shall be hereafter referred to in these Bylaws as the "TPB" or "Board". The Board was formed by Resolutions passed by the Georgia Regional Transportation Authority (GRTA), the Metropolitan Atlanta Rapid Transit Authority (MARTA), and the Atlanta Regional Commission (ARC) in December of 2005 and January of 2006. The Board is intended

to be a planning organization. It does not have the power to sue or be sued, enter into contracts, or hire employees.

SECTION 3

PURPOSE / MISSION

The TPB is established to address the region's institutional transit problems. The TPB will be a partnership between state and local governments that will establish and maintain a seamless, integrated public transportation network for the Atlanta region.

SECTION 4

RULES AND POLICIES

The business and affairs of the TPB shall be governed by rules and policy established by the Board to the extent of the powers conferred upon the Board by law.

SECTION 5

MEMBERS COMPOSITION

A. The size and composition of the TPB and the appointment and terms of members to the TPB shall be as follows:

1. The County Commission Chairs of Clayton, Cobb, Fulton, Gwinnett, Cherokee, Douglas, Fayette, Henry, and Rockdale counties;
2. The CEO of DeKalb County;
3. The Mayor of Atlanta;
4. Three (3) appointees of the Governor of Georgia;
5. The GRTA Board Chair;
6. The Georgia Department of Transportation (GDOT) Board Chair;
7. The MARTA Board Chair; and
8. The MARTA General Manager.

B. Additional conditions related to TPB membership include the following:

1. If the Chair of ARC is not among the 18 members of the TPB, he or she will join the TPB as a non-voting ex officio member.
2. If other counties within the Atlanta Metropolitan Planning Organization (MPO) area choose to participate in the TPB activities, the Chairs of those requesting counties will be granted seats on the TPB.

3. If the Chairs of the GDOT and GRTA boards do not live in the Atlanta region, they may designate a member of their board who does reside in the Atlanta region to sit on the TPB.

SECTION 6

OFFICERS

A. Chair:

1. **Selection of the Chair:** The Chair of the TPB will be chosen from among the Board membership by a majority vote of the members then in office.
2. **Term of the Chair:** The Chair shall serve for one calendar year, beginning on January 1 and ending on December 31. Except for the first year of the existence of the TPB, the election of the Chair shall occur annually in December. Vacancies shall be filled by a majority vote for any unexpired term, with the Vice Chair automatically serving as interim Chair until the vacancy is filled. In the first year, the Chair shall be selected as soon as is practical and shall serve until the end of the calendar year.
3. **General duties of the Chair:** The Chair shall preside at all meetings of the Board at which he/she is present. The Chair shall have such general powers and responsibilities as may be delegated by the Board and shall perform or cause to be performed the duties incident to such general powers and responsibilities. The Chair shall execute (sign, seal and deliver), in the name of the Board all written instruments of every kind and character which the Board or the law has authorized.

B. Vice Chair

1. **Selection of the Vice Chair:** The Vice Chair of the TPB will be chosen from among the Board membership by a majority vote of the members then in office.
2. **Term of the Vice Chair:** The Vice Chair shall serve for one calendar year, beginning on January 1 and ending on December 31. Except for the first year of the existence of the TPB, the election of the Vice Chair shall occur annually in December. Vacancies shall be filled by a majority vote for any unexpired term. In the first year, the Vice Chair shall be selected as soon as is practical and shall serve until the end of the calendar year.
3. **General duties of the Vice Chair:** The Vice Chair, in the absence or disability of the Chair, shall exercise the powers and perform the duties of the Chair. In addition, the Vice Chair shall exercise such other powers and

perform such other duties as from time to time may be assigned by the Board.

SECTION 7 **MEETINGS**

- A. **Board Meeting Procedures:** Robert's Rules of Order shall be observed in the conduct of the Board's meetings, except where expressly otherwise determined by majority vote of the Board or prescribed elsewhere in the Bylaws.
- B. **Notice:** Meetings of the Board are subject to the requirements of Georgia's Open Meetings Act and notice to the public shall be given as provided by law.

SECTION 8 **REGULAR MEETINGS**

The Board may provide for regularly held meetings at such times, dates and places within the State of Georgia as it may deem necessary or convenient for the handling of its business and affairs, subject to the provisions of the Open Meetings Act. In addition to the public notice requirements of the Open Meetings Act, notice of each regular meeting must be provided to each Board member at least 10 (ten) calendar days prior to the date of the regular meeting (evidence that an email was sent to the most recent address provided to the Board secretary is sufficient). The Board shall hold at least one regular meeting in each quarter of the calendar year.

SECTION 9 **MEETINGS BY SPEAKER TELEPHONE**

- A. Any Board member who cannot personally attend a meeting of a TPB Board or committee may participate in such meeting by speaker telephone communication. The TPB Staff Director shall be notified forty-eight hours in advance that any such member of the Board desires to participate in a meeting by speaker telephone communication, including the location information required below. The speaker telephone shall be arranged and connected at such meeting so that all persons in the room where the meeting is held and the Board member or members communicating by speaker telephone can hear and speak to each other.
- B. Any annual, regular or special meeting of the Board or its committees may be held by teleconference or other similar means when deemed by the Board or committee Chair to be in the best interest of the TPB; provided, however, that any such meeting shall be conducted according to the provisions of O.C.G.A. §§ 50-1-5 and 50-14-1, as the same may from time to time be amended.
- C. The Board member or members participating in a meeting of the Board or committee by speaker telephone communication shall be counted present at the meeting for all purposes, provided that notice has been provided in accordance with O.C.G.A. §§ 50-1-5 and 50-14-1, as the same may from time to time be amended.

Among the requirements are the following:

1. The notice shall list each location where any member of the Board or committee plans to participate in the meeting;
2. The notice shall list one specific location where the public can participate in the meeting if the meeting is otherwise open to the public; and
3. The meeting shall be open to the public at each location listed in the notice or where any member of the Board or committee participates in the meeting.

Note: The requirements of this section are intended to be consistent with both the requirements and limitations of O.C.G.A. §§ 50-1-5 and 50-14-1. No new requirements or notices are intended.

SECTION 10 **SPECIAL OR EMERGENCY MEETINGS**

Special or emergency meetings of the Board may be called by the Chair, or by a majority of the Board members then in office. Such meetings shall be held on the date and at the time and place within the State of Georgia as the person or persons authorized to call the special meeting may direct, subject to the provisions of the Open Meetings Act.

SECTION 11 **QUORUM**

At all meetings of the Board, a majority of the members of the Board then in office shall constitute a quorum for the transaction of its business and affairs. No vacancy in the Board membership shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

SECTION 12 **VOTING**

- A. In voting, each member of the Board present at a meeting shall have one vote. The action taken by a majority of the membership of the Board present at a meeting at which there is a quorum shall constitute an action of the Board, except as otherwise provided by these Bylaws. A member of the Board present at a meeting of the Board at which an action is taken shall be presumed to have voted affirmatively for such action unless a negative vote shall have been audibly registered and entered in the minutes of the meeting.
- B. **Super-majority:** Approval of a proposal for a new regional funding mechanism shall require a super-majority (defined as 60% of the members then in office).

SECTION 13 **MINUTES**

Accurate written minutes shall be kept recording the official actions and proceedings at any meeting of the Board in accordance with the Open Meetings Act. The official minutes of a Board meeting shall be approved by the Board at the next regular meeting of the Board.

SECTION 14 **AGENDA**

There shall be an agenda for each meeting listing the items to be considered, as provided by the Open Meetings Act. The agenda shall be prepared by the Staff Director.

SECTION 15 **PUBLIC PARTICIPATION IN BOARD MEETINGS**

The policy for public participation at Board meetings is as follows: A 10-minute period for public comments is included at the beginning of the meeting. Each commenter must sign a Request to Speak card which must be submitted prior to the start of the scheduled public comment period. Each speaker will be limited to two minutes. If the comment period expires before all citizens have an opportunity to address the Board, citizens will be invited to provide comments in writing.

SECTION 16 **COMMITTEES**

- A. **Committee Structure:** The following permanent committees shall be established:
1. **Operations and Oversight Committee:** Topics addressed by the Integration and Oversight Committee will include transit service coordination, regional transit information systems, regional transit marketing, regional fare system, regional fare policy, performance measures to evaluate transit service provision and performance measures to evaluate transit financial performance.
 2. **Planning and Funding Committee:** Topics addressed by the Planning and Funding Committee will include review of all existing transit plans, preparation of a regional transit service concept, assessment of short- and long-term financial needs, evaluation of alternative service provision arrangements, public outreach, advocacy at the federal level for the provision of additional transit funding, and development of a regional funding mechanism proposal.
- B. **Committee Member/Chair Appointment:** The Board Chair shall determine the

membership, and shall appoint the Chair of each permanent Committee.

- C. **Committee Notice and Operations:** Notice of meetings of each Committee shall be given in conformity with the Georgia Open Meetings Act. All actions of the Committees shall be of an advisory nature and shall be reported by the Committee to the Board at the meeting of the Board next succeeding the meeting of the Committee. The Board Chair shall have the authority to assign Board agenda items or Board agenda requests to a Committee for review and recommendation prior to consideration by the Board. The Board Secretary shall be responsible for keeping written minutes of all meetings and for delivering a copy of the minutes to each member of the Board. All Board members shall be given reasonable prior notice of all Committee meetings and shall be entitled to attend and participate in all Committee meetings and discussions.

SECTION 17

EXECUTIVE COMMITTEE

- A. **Executive Committee Designation and Structure:** In addition to any other Committees, there is designated an Executive Committee, which shall meet as needed and serve such purposes as may be delegated by the Board. The members of the Committee shall automatically include the Board Chair and Vice Chair, and shall also include the Chairs of each permanent Committee. One additional member shall be appointed by the Chair. The Board Chair shall serve as Chair of the Executive Committee.
- B. **Committee Notice and Operations:** Notice of Executive Committee meetings shall be given in conformity with the Georgia Open Meetings Act. All actions of the Executive Committee shall be of an advisory nature and shall be reported by the Committee to the Board at the meeting of the Board next succeeding the meeting of the Committee. The Board Secretary shall be responsible for keeping written minutes of all meetings and for delivering a copy of the minutes to each member of the Board. All Board members shall be given reasonable prior notice of all Committee meetings and shall be entitled to attend and participate in all Committee meetings and discussions.

SECTION 18

TRANSIT PLANNING BOARD'S RESPONSIBILITIES

The TPB will:

- A. Act as an advocate at the federal level for the provision of additional regional transit funding resources.
- B. Oversee an integration of fares, marketing, and customer information across the region.

- C. Work with the individual operators and oversee the implementation of transit service to improve regional service coordination.
- D. Develop and evaluate a Regional Transit Plan including a comprehensive financial plan that identifies needed local, state, and federal resources. Perform the necessary planning, financial analysis, and public outreach to create the Regional Transit Plan.
- E. Measure system performance.
- F. Make recommendations to the State for additional transit funding, once a comprehensive financial plan is complete.
- G. In the event a new regional transit funding mechanism is approved, the TPB would develop a recommendation for the long term TSB. It is anticipated that a Transit Services Board (TSB) would continue the work of the TPB and would also:
 - 1. Distribute new regional transit funds (both capital and operating) to the transit providers based on its designated criteria.
 - 2. Oversee the financial and operational performance of the transit providers.
 - 3. Identify and implement the preferred operational and financial arrangements for major new transit services in the region as well as potential changes to existing service provision arrangements.

SECTION 19

CONFLICT OF INTEREST

Board members are expected to exhibit high ethical standards as members of the TPB. In the event a Board member believes he or she has a conflict, the Board member is entitled to abstain from voting, but must state the nature of the conflict prior to the vote.

SECTION 20

ORGANIZATIONAL STRUCTURE

- A. **TPB Independence:** The TPB will be independent from the governing boards of GRTA, MARTA, and ARC, as well as being independent from GDOT. Decisions made by the TPB (e.g., operator evaluations, fare policies, etc.) will not be sent to other boards for additional approval except as required by federal or state law or regulation. However, federal planning regulations require that any regional transit plans developed by the TPB must be approved by the MPO (ARC) in order to be included in the RTP or the Transportation Improvement Program (TIP), which has been reviewed and approved by GRTA on behalf of the Governor.
- B. **Administrative support:** The TPB will be hosted by GRTA.

1. **Records:** The official records related to Board meetings shall be maintained at GRTA. The official address of the Board for notice purposes is:

The Georgia Regional Transportation Authority
Attn: Transit Planning Board
Staff Director
245 Peachtree Center Ave.
Suite 900
Atlanta, GA 30303

2. **Financing and Procurement:** The TPB consists of member governments and agencies. As such, it has no formal appropriation or revenue source. Financing, if any, for the TPB will come from the member organizations. GRTA will maintain separate TPB accounts for funds designated by the member organizations for TPB operations and projects, with proper documentation of the use of such funds. Such accounts shall be available for audit and inspection. An annual budget shall be prepared under the direction of the TPB Staff Director, with periodic reports to the Board. Procurements using these funds shall be managed in accordance with GRTA's procurement policies.

C. **Staffing:**

1. **Staff Director and other TPB Employees:** The GRTA Executive Director will appoint a Staff Director for the TPB. However, this appointment will be subject to confirmation by the TPB. The Staff Director will be a GRTA employee for the purposes of payroll, benefits, and support services, but will receive all policy direction from the TPB. Additional employees may be hired on the same basis, subject to TPB request and budget availability.
2. **Board Secretary:** The Board Secretary shall be appointed and supplied by GRTA.
3. **Senior Staff Management Committee:** There is designated a Senior Staff Management Committee comprised of the TPB Staff Director, as chair, and senior level staff from ARC, MARTA, and GRTA as appointed by the director of each agency. The Senior Staff Management Committee will make recommendations to the TPB on issues related to staffing, work program, budgets, long range transit plans, and operations.
4. **Additional Staff Support:** Additional staff support will be provided by ARC, GRTA, MARTA, and the other transit operators. The TPB will be housed within GRTA, but will share technical (e.g., planning, modeling) and administrative (e.g., legal, procurement) staff with ARC and GRTA.

- D. **Technical Committee:** There is designated a Technical Committee comprised of the TPB Staff Director, as chair, and a senior level staff person from each member as appointed by each member of the TPB. The Technical Committee will make recommendations to the TPB as a means of gaining technical guidance. Subcommittees of the Technical Committee may be established as needed, either by the TPB or the Senior Staff Management Committee, to carry out the activities of the TPB.

SECTION 21

AMENDMENTS TO BYLAWS

These Bylaws may be amended by an affirmative vote of a majority of the Board then in office. A Bylaws change shall be presented for consideration at a regular meeting of the Board but not voted on until the next regular meeting following the meeting at which the Bylaws change was proposed.

SECTION 22

POWERS OF THE BOARD

The Board has in these Bylaws delegated and may by rule, Bylaw or other action delegate to one or more of its committees, officers, agents, or employees such powers and duties as it may deem proper; provided, however, that any such delegation shall not be deemed to be in derogation of any of the Board's powers.

ADOPTED this 23rd day of March 2006:

Chairman

Date

Board Secretary